

US EXECUTIVE APPROVAL FORM

CUSTOMER NAME: Circle K Stores

PARTNER/VAD NAME:

SECTION I - Approval Requests:

New HQAPP Requests: Legal- Rob Orr has reviewed/approved. Last Changes

1. On the Ordering Document, page 3, under C3 Assignment, sentence
 (a): Circle K wants to change 'acquiring all or substantially all of your assets'... to 'acquiring all or a significant quantity of your assets'.....
- b) In addition, in the same paragraph, Circle K would like to add std. wording to the effect 'you may assign at no cost' meaning they don't want to pay anything for the Assignment itself.

Justification:

There are 2600 circle k stores. 1700 for sure are part of this new entity and 500 will possibly be sold off to independents. The concern is that 1700 may not be considered "substantially all"

Previously approved requests 5/21/03:

New HQAPP Requests: Three legal Items were left off the approval. Legal has reviewed/approved, Rob Orr.

Additional Legal changes to OLSA requested:

1. Indemnification-Notification to be in 60 days. OLSA states 30 in the first bullet Add at the end of the first bullet. ", provided such time for notification does not jeopardize Oracle's ability to defend such claim".
2. Indemnification- add a word- "solely". End of 2nd paragraph, 2nd to last sentence. "you will indemnify Oracle to the extent that an infringement claim is based solely upon the combination..."

Tier 3 Requests:

3. Other Limit audits to once a year. Use standard option "not more than once annually". 45 day written notice is standard.

Previously approved requests 5/19/03:

HQAPP Requests: Legal Rob Orr has reviewed.

1. Clarify Limitation of Liability- Liability specific to IP infringement

Add the following in bold - "**OTHER THAN LIABILITY FOR INTELLECTUAL PROPERTY INFRINGEMENT**", NEITHER PARTY SHALL BE LIABLE FOR ANY INDIRECT, INCIDENTAL, SPECIAL, PUNITIVE, OR CONSEQUENTIAL DAMAGES, OR ANY LOSS OF PROFITS, REVENUE, DATA, OR DATA USE. "**OTHER THAN LIABILITY FOR INTELLECTUAL PROPERTY INFRINGEMENT**", ORACLE'S MAXIMUM LIABILITY FOR ANY DAMAGES UNDER THIS AGREEMENT AND YOUR ORDER, WHETHER IN CONTRACT OR TORT, SHALL BE LIMITED TO THE FEES YOU PAID ORACLE FOR THE DEFICIENT PROGRAM OR SERVICE UNDER THIS AGREEMENT AS SPECIFIED IN OUR ORDER. "**OTHER THAN LIABILITY FOR INTELLECTUAL PROPERTY INFRINGEMENT**", IN NO EVENT SHALL ORACLE'S LIABILITY ARISING UNDER OR IN CONNECTION WITH THIS AGREEMENT EXCEED THE TOTAL VALUE OF YOUR ORDER.

2. Request for legal changes in Non disclosure -"potential buyers under a nondisclosure agreement"--Need to have ability to disclose information to Third party related to sale,(concept)
 -In addition, in the Nondisclosure section on page 3, they would like language to be able to share the terms and pricing of this agreement to any potential buyers of Circle K under a Confidentiality Agreement. This is because they are



currently up for sale by ConocoPhillips, and would like to have the option of sharing this agreement with any potential buyers who would be under a Confidentiality Agreement.

TIER 1 Requests:

3. 62% discount, worst case
4. 12 mo price hold on products on the order at 62%, min purchase price \$25k
5. 4 yr Support Cap-initial renewal yr capped at 0%, renewal yrs 2 and 3 capped at 4%.
6. Use simplified Customer Reference option language that requires client approval.

TIER 2/3 Requests:

7. OLSA governed by laws of state of Arizona, not California
8. Add standard license Assignment language in event of sale or divestiture

Previously approved requests (include date of approval):

1. 58% discount on 369K in L (5-7-03)
2. 12 mo price hold on products on the order at 58% (5-7-03)

SECTION II – Deal Summary:

Deal Summary	
Programs	Oracle Financials, Oracle Purchasing, Oracle Project Costing, Oracle E-Business Intelligence, Oracle Inventory Mgt., Oracle iProcurement, Oracle iSupplier Portal, Oracle Sourcing
License Discount	62 % (ebiz + 37 %)
Support Discount	62 % (ebiz + 37 %)
Comp & Admin Discount	N/a
Phased Implementation for Comp & Admin?	See checklist below and forward a spreadsheet to NASINFO/OGEHINFO
Subset of Users	See checklist below and forward a spreadsheet to NASINFO/OGEHINFO
Support Options/Holds	none
Price Holds	12 month price hold at 62% for Oracle Financials, Oracle Purchasing, Oracle Project Costing, Oracle E-Business Intelligence, Oracle Inventory Mgt., Oracle iProcurement, Oracle iSupplier Portal, Oracle Sourcing
List License	\$1,283,850
List Support	\$282,447
List Comp & Admin	N/a
Net License	\$487,863
Net Support	\$107,330
Net Comp & Admin	N/a
Net Total Price	\$595,193
Price List Used	March 24, 2003

Customer History - Existing Price Holds	
Existing contractual discount (price hold)	% n/a
Date of Price List for price hold	n/a
When does price hold expire?	
Price hold program categories (database, server, erp, crm, hr/payroll, app suite)	
Name of Agreement if applicable	

SECTION III – Justification

- 1, **SAP knockout** - Spinning off ConnocoPhillips. On SAP right now. This division forced to SAP 6 mos ago. Switched from Oracle to SAP. Prefers Oracle.
2. **Free SAP** – When ConnocoPhillips merged they eliminated 25% of their workforce. They both had all you can eat SAP contracts. Thus, they have an abundance of SAP on the shelf. They will provide dirt cheap to the spin-off. SAP all over this as well for the support revenue.
3. **Timing** – Need to get this done during this interim period. More time on the table, more time for SAP to work this into the spin-off.

Recommendation: *(leave blank for HQAPP to fill out)*

Submitted By: *Eric Leinweber/Matt Mills*

Field RM name if submitted by OracleDirect:

R: *(leave blank for HQAPP to fill out)*

C:

L:

A:

BP:

PLEASE NOTE THAT HQAPP WILL NOT REVIEW ANYTHING BELOW AND NOTHING BELOW WAS CONSIDERED FOR THEIR APPROVAL. ONLY DETAILS IN THE REQUEST SECTION (SECTION I) ABOVE WERE CONSIDERED IN THE APPROVAL GRANTED.

SECTION IV – Computer and Admin Services:
(Delete this section if not applicable)

SECTION V – Ordering Document Details**Instructions - Fill in all sections completely.****APPROVAL REQUIREMENTS** - Refer to the Approval Matrix at <http://esource.oraclecorp.com>**PRICING REQUIREMENTS** – Refer to Price List and Price List Supplement for minimums and prerequisites.**PRICING SPREADSHEET** – Include a pricing spreadsheet showing all products, quantities, license types, pricing, and discounts. Indicate if discount for drafting contract differs from approved discount.**MIGRATIONS** - If your deal contains a migration, you must submit a Migration Worksheet to the ELM (eBusiness License Migrations) team. Refer to <http://nafo.us.oracle.com> under the Contract Management tab and e-Business License Migrations header to download the spreadsheet and for additional information.**Note: All business approvals & quotes are valid through the quarter they were approved, unless a formal RFP or Tender requires a longer validity period.**

General Information	
Contract requested by (insert date): After all approvals are obtained - Allow 24 hours for standard contracts and 48 hours for non-standard contracts.	5/19/03
Opportunity I.D. (OSO Number):	1004590
Is this a ship order?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Deal Structure (indicate Direct, Pass-Through, Sublicense, or Trial License):	Direct
Is this deal the result of a compliance issue that LMS has been involved in?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Does deal contain new licenses with an <i>approved</i> non-supported license type (i.e. metric is not nor ever has been on Oracle's price list):	<input type="checkbox"/> Yes (specify non-supported license type and eBusiness license type used to determine conversion) <input checked="" type="checkbox"/> No
Quote Valid Through (insert date):	5/28/03
Partner (insert name, if applicable)?	Margin or % of net license fees _____
VAD (insert name, if applicable)?	Margin or % of net license fees _____
PARTNER PAYMENT: If this is a direct deal, does it involve a Partner Referral Fee?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
If yes, specify payment type:	____ Applications Affiliate Fee ____ ROP Fee (GB Use Only)
MIGRATIONS OR UPDATES:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
PREMIUM SERVICES:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
INCIDENT PACKS:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
INTERNATIONAL: Requires an International Notification Form to be forwarded to your manager, contract specialist, and NASINFO or OGEHINFO.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Payment Terms:	<input checked="" type="checkbox"/> Net 30 ____ Other (Specify) OFD? <input type="checkbox"/> no
Referenced Agreement:	<input checked="" type="checkbox"/> New OLSA ____ Other (Specify)

Customer and Administrative Information – all fields must be filled in	
Customer's EXACT Legal Name:	Circle K Stores.
Business Address:	1500 N. Priest Drive
City / State / Zip:	Tempe, AZ 85281
Customer Contract Admin:	Neil Schloss
Phone #:	602-728-3056
Fax #:	602-728-5254
E-mail ID:	nschloss@conocophillips.com
Billing Contact:	Carl Mealha
(Partner/VAD if Indirect):	
Address:	Same as above
City / State / Zip:	same
Phone #:	602-728-4817
Fax #:	602-307-4817
E-mail ID:	Carl.mealha@conocophillips.com
Tax Status :	Exempt ____ (Need certificate for ship to state if not on Oracle's Tax Exemption Log)
	Non-Exempt _x_
Shipping Contact:	Carl Mealha
Address:	1500 N. Priest Drive
City / State / Zip:	Tempe, AZ 85281
Phone #:	602-728-4817
Fax #:	602-307-4817
E-mail ID:	Carl.mealha@conocophillips.com
Technical Support Contact:	Carl Mealha
Address:	Same as above
City / State / Zip:	Same as above
Phone #:	Same as above
Fax #:	Same as above
Email ID:	Same as above
Partner Name (Indirect):	N/a
Address:	
City / State / Zip:	
Contact Admin:	
Phone #:	
Fax #:	
E-mail ID:	

Education (EPPC)	
Education Prepaid Credit Amount:	\$ _____
Education Discount:	_____ %
Education Revenue:	\$ _____
Education Sales Rep:	

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PROCESSOR/NAMED USER PROGRAMS/COMPUTER PROGRAMS (REQUIRED INFORMATION)

Make and Operating System required for each program:

Make: Sun

OS: Solaris

PROGRAMS: Oracle Financials, Oracle Purchasing, Oracle Project Costing, E-business Intelligence, Oracle Inventory Management, Oracle iProcurement, iSupplier Portal, Oracle Sourcing

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Applications			
Will applications be modified:	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
Will users be accessing modified Apps from the web:	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
Have all prerequisites been included:	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
Will users use Fast Forward RPM:	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
Will applications be hosted:	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
Indicate database that Apps will run on:	Oracle 9i		
Indicate CSI for existing prerequisite database and tools:			

Options not requiring HQAPP, Tier 1, or Tier 2 Approval	
(1)	
(2)	
(3)	
(4)	

Internal Administrative Information	
Applications Sales Manager	Eric Leinweber
Technology Sales Manager	Sean Summers
Account Manager	
OracleDirect Rep	Jennifer Nelson
Education Sales Rep	
Support Renewals Rep	Quentin Hayden
Premium Support Rep	
Migrations Manager	
Is there a teaming agreement?	<input type="checkbox"/> Yes (if yes, list all appropriate reps) <input checked="" type="checkbox"/> No
Requester:	Name: <u>Eric Leinweber</u> Business Telephone: <u>602-224-6230</u> Cell Phone: <u>480-540-1682</u>